

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

CIVIL ACTION NO.

BLUE HILLS OFFICE PARK LLC,

Plaintiff.

v.

CREDIT SUISSE FIRST BOSTON MORTGAGE CAPITAL LLC; CSFB 1999 – C1 ROYALL STREET, LLC; and CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP.,

Defendants (Petitioners for Removal).

05 10506 WGY

NOTICE OF REMOVAL

MORTGAGE JUDGE *RBC*

RECEIPT # \_\_\_\_\_  
AMOUNT \$ *050* \_\_\_\_\_  
SUMMONS ISSUED *N/A* \_\_\_\_\_  
LOCAL RULE 4.1 \_\_\_\_\_  
WAIVER FORM \_\_\_\_\_  
MCF ISSUED \_\_\_\_\_  
BY DPTY CLK. *SLU* \_\_\_\_\_  
DATE *3/17/05* \_\_\_\_\_

TO: Civil Clerk's Office, United States District Court  
District of Massachusetts, U.S. Courthouse  
Boston, MA 02110;

Superior Court Clerk, Superior Court Department of the Trial Court  
Norfolk County Court House, 650 High Street, Dedham, MA 02026;

Peter B. McGlynn, Esq. and Meredith A. Swisher, Esq.  
Bernkopf Goodman LLP  
125 Summer Street, 13<sup>th</sup> floor  
Boston, MA 02110

Defendants Credit Suisse First Boston Mortgage Capital LLC; CSFB 1999–C1 Royall Street, LLC; and Credit Suisse First Boston Mortgage Securities Corp., by their undersigned attorneys, and pursuant to 28 U.S.C. § 1446, give notice that they remove the above-captioned case presently pending in the Superior Court Department of the Trial Court of Norfolk County, Commonwealth of Massachusetts.

Removal is authorized by 28 U.S.C. § 1441 and is based upon the United States District Court's original jurisdiction over the case pursuant to 28 U.S.C. § 1332, because it is a civil action where the parties are citizens of different states and, upon information and belief, the amount in controversy exceeds \$75,000 exclusive of interest and costs. In support of this Notice, the defendants state:

A. Background

1. This case was commenced on or about February 11, 2005, when plaintiff Blue Hills Office Park LLC ("Blue Hills") filed a complaint in the Superior Court Department of the Trial Court for the Commonwealth of Massachusetts, Norfolk County. Copies of the process, pleadings, and orders served upon the defendants and the docket sheet in the Superior Court action are attached to this Notice as Exhibit 1.

2. The defendants were each served with a Summons and a copy of the Complaint on February 15, 2005. The time within which the defendants are allowed to remove this action to the United States District Court for the District of Massachusetts, pursuant to 28 U.S.C. § 1446, has not expired.

3. The plaintiff's Complaint asserts claims against the defendants for breach of contract, breach of the covenant of good faith and fair dealing, and violations of Mass. Gen. Laws ch. 93A, §§ 2 and 11.

4. This Court has original jurisdiction over this action pursuant to 28 U.S.C. § 1332 because there is diversity of citizenship between the plaintiff and all defendants, none of the defendants is a citizen of Massachusetts, and defendants, in good faith, believe that the amount in controversy exceeds \$75,000.

B. Diversity of Citizenship

5. Defendant Credit Suisse First Boston Mortgage Capital LLC (“Credit Suisse First Boston”) is a limited liability company whose sole member, Credit Suisse First Boston, Inc., is a Delaware corporation with its principal place of business in New York, New York. Hence, Credit Suisse First Boston is a citizen of the States of Delaware and New York.

6. Defendant CSFB 1999–C1 Royall Street, LLC (“CSFB”) is a limited liability company whose sole member is a trust (the “CSFB Trust”). The citizenship of the CSFB Trust is determined by the citizenship of its trustee.<sup>1</sup>

7. The trustee of the CSFB Trust is JP Morgan Chase Bank, a New York banking corporation with its principal place of business in New York, New York. Hence, CSFB is a citizen of the State of New York.

8. Defendant Credit Suisse First Boston Mortgage Securities Corp. (“CS Bank”) is a Delaware corporation with its principal place of business in New York, New York. Hence, CS Bank is a citizen of the States of Delaware and New York.

9. Although the Complaint does not allege the citizenship of plaintiff Blue Hills, defendants’ information establishes that Blue Hills is not a citizen of Delaware or New York.

10. According to organizational documents provided by Blue Hills to Credit Suisse First Boston, the sole member of Blue Hills Office Park LLC is a nominee trust named Royall Associates Realty Trust (the “Royall Trust”). Whether the citizenship of a nominee trust is

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<sup>1</sup> See *Navarro Savings Assn. v. Lee*, 446 U.S. 458, 464 (1980) (holding citizenship of trustee, rather than beneficiaries, to be determinative so long as the trustee “possesses certain customary powers to hold, manage, and dispose of assets for the benefit of others”).

determined by the citizenship of its trustees or its beneficiaries does not affect the jurisdictional analysis, because in either event, the Royall Trust is not a citizen of Delaware or New York.<sup>2</sup>

11. According to the organizational documents, the trustees of the Royall Trust are William J. Langelier, Gerald S. Fineberg, and Blue Hills Management Corp, which is a Massachusetts corporation with its principal place of business in Massachusetts. William J. Langelier is, upon information and belief, a citizen of the State of California. Gerald S. Fineberg is, upon information and belief, a citizen of the Commonwealth of Massachusetts.

12. According to the organizational documents, the sole beneficiary of the Royall Trust is Royall Associates General Partnership (the “Royall GP”). Upon information and belief, the only partners of the Royall GP are Mr. Langelier and Mr. Fineberg.

13. Hence, Blue Hills is a citizen of the Commonwealth of Massachusetts and the State of California, and there is complete diversity of citizenship between the plaintiff and the defendants in this action.

C. Jurisdictional Amount

14. Although the Complaint does not specify the amount of damages sought by Blue Hills, the defendants in good faith believe that the amount in controversy exceeds \$75,000, based upon Blue Hills’ allegations. Blue Hills alleges, *inter alia*, that the defendants improperly requested a payment of \$158,181.19 (Complaint at ¶ 48), improperly failed to disburse \$412,833.43 on one occasion and \$254,652.24 on another (*id.* at ¶¶ 54—58),

<sup>2</sup> It is possible that the Navarro rule, supra n.1, would not apply because, under Massachusetts law, the “trustee” of a nominee trust is treated as an agent of the beneficiaries rather than as a true trustee. See, e.g., Apahouser Lock & Sec. Corp. v. Carvelli, 26 Mass. App. Ct. 385, 388 (1988).

and improperly failed to disburse "substantial sums of money" to upgrade the Property's infrastructure and make tenant improvements (*id.* at ¶¶40, 89).

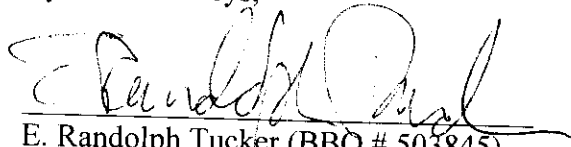
D. Notice to State Court

15. Pursuant to 28 U.S.C. § 1446, a copy of this Notice of Removal will be filed with the Clerk of the Norfolk Superior Court and served upon counsel for the plaintiff.

Respectfully submitted,

CREDIT SUISSE FIRST BOSTON  
MORTGAGE CAPITAL LLC;  
CSFB 1999-C1 ROYALL STREET, LLC;  
and CREDIT SUISSE FIRST BOSTON  
MORTGAGE SECURITIES CORP.,

By their attorneys,



E. Randolph Tucker (BBO # 503845)

Bruce S. Barnett (BBO # 647666)

Traci S. Feit (BBO # 630668)

DLA Piper Rudnick Gray Cary US LLP

One International Place, 21st Floor

100 Oliver Street

Boston, MA 02110-2613

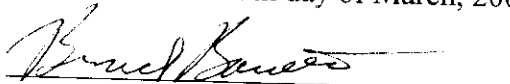
(617) 406-6000 (telephone)

(617) 406-6100 (fax)

Dated: March 17, 2005

**CERTIFICATE OF SERVICE**

I hereby certify that a true and exact copy of the foregoing Notice of Removal has been served upon counsel for all other parties by U.S. Mail on this 17th day of March, 2005.

  
Bruce S. Barnett

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS1. Title of case (name of first party on each side only) Blue Hills Office Park LLC v. Credit Suisse First Boston Mortgage Capital LLC

2. Category in which the case belongs based upon the numbered nature of suit code listed on the civil cover sheet. (See local rule 40.1(a)(1)).

- ☐ I. 160, 410, 470, R.23, REGARDLESS OF NATURE OF SUIT.
- ☐ II. 195, 196, 368, 400, 440, 441-446, 540, 550, 555, 625, 710, 720, 730, 740, 790, 791, 820\*, 830\*, 840\*, 850, 890, 892-894, 895, 950. \*Also complete AO 120 or AO 121 for patent, trademark or copyright cases.
- ☒ III. 110, 120, 130, 140, 151, 190, 210, 230, 240, 245, 290, 310, 315, 320, 330, 340, 345, 350, 355, 360, 362, 365, 370, 371, 380, 385, 450, 891.
- ☐ IV. 220, 422, 423, 430, 460, 480, 490, 610, 620, 630, 640, 650, 660, 690, 810, 861-865, 870, 871, 875, 900.
- ☐ V. 150, 152, 153.

3. Title and number, if any, of related cases. (See local rule 40.1(g)). If more than one prior related case has been filed in this district please indicate the title and number of the first filed case in this court.

4. Has a prior action between the same parties and based on the same claim ever been filed in this court?

YES ☐ NO ☒

5. Does the complaint in this case question the constitutionality of an act of congress affecting the public interest? (See 28 USC §2403)

If so, is the U.S.A. or an officer, agent or employee of the U.S. a party?

YES ☐ NO ☒YES ☐ NO ☐

6. Is this case required to be heard and determined by a district court of three judges pursuant to title 28 USC §2284?

YES ☐ NO ☒

7. Do all of the parties in this action, excluding governmental agencies of the united states and the Commonwealth of Massachusetts ("governmental agencies"), residing in Massachusetts reside in the same division? - (See Local Rule 40.1(d)).

YES ☒ NO ☐A. If yes, in which division do all of the non-governmental parties reside?Eastern Division ☒Central Division ☐Western Division ☐

B. If no, in which division do the majority of the plaintiffs or the only parties, excluding governmental agencies, residing in Massachusetts reside?

Eastern Division ☐Central Division ☐Western Division ☐

8. If filing a Notice of Removal - are there any motions pending in the state court requiring the attention of this Court? (If yes, submit a separate sheet identifying the motions)

YES ☐ NO ☒

(PLEASE TYPE OR PRINT)

ATTORNEY'S NAME E. Randolph TuckerADDRESS DLA Piper Rudnick Gray Cary US LLP, One International Place, Boston, MA 02110TELEPHONE NO. (617) 406-6000

## CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained hereon neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

**I. (a) PLAINTIFFS**

BLUE HILLS OFFICE PARK LLC

**DEFENDANTS**

CREDIT SUISSE FIRST BOSTON MORTGAGE  
CAPITAL LLC; CSFB 1999-C1 ROYALL STREET, LLC;  
CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES  
CORP.

(b) County of Residence of First Listed Plaintiff Norfolk  
(EXCEPT IN U.S. PLAINTIFF CASES)

County of Residence of First Listed

(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.

(c) Attorney's (Firm Name, Address, and Telephone Number)

Peter B. McGlynn  
Bernkopf Goodman LLP  
125 Summer Street, 13<sup>th</sup> Floor  
Boston, MA 02110  
(617) 790-3000

Attorneys (If Known)  
E. Randolph Tucker  
DLA Piper Rudnick Gray Cary US LLP  
One International Place  
Boston, MA 02110  
(617) 406-6000

**II. BASIS OF JURISDICTION** (Place an "X" in One Box Only)

- ☐ 1 U.S. Government Plaintiff ☐ 3 Federal Question (U.S. Government Not a Party)
- ☐ 2 U.S. Government Defendant ☒ 4 Diversity (Indicate Citizenship of Parties in Item III)

**III. CITIZENSHIP OF PRINCIPAL PARTIES** (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- |   |                                       | PTF                                   | DEF   |                            |                            | PTF | DEF |
|---|---------------------------------------|---------------------------------------|---|----------------------------|----------------------------|-----|-----|
| Citizen of This State                   | <input checked="" type="checkbox"/> 1 | <input type="checkbox"/> 1            | Incorporated or Principal Place of Business In This State     | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |     |     |
| Citizen of Another State                | <input type="checkbox"/> 2            | <input checked="" type="checkbox"/> 2 | Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |     |     |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3            | <input type="checkbox"/> 3            | Foreign Nation  | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |     |     |

**IV. NATURE OF SUIT** (Place an "X" in One Box Only)

CONTRACT		TORTS		*SEE NOTICE OF REMOVAL	
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input checked="" type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	<b>PERSONAL INJURY</b> <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	<b>PERSONAL INJURY</b> <input type="checkbox"/> 362 Personal Injury—Med. Malpractice <input type="checkbox"/> 365 Personal Injury—Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability <b>PERSONAL PROPERTY</b> <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<b>FORFEITURE/PENALTY</b> <input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<b>BANKRUPTCY</b> <input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 <b>PROPERTY RIGHTS</b> <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark	<b>OTHER STATUTES</b> <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes
<b>REAL PROPERTY</b> <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<b>CIVIL RIGHTS</b> <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	<b>PRISONER PETITIONS</b> <input type="checkbox"/> 510 Motions to Vacate Sentence <b>Habeas Corpus:</b> <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	<b>LABOR</b> <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act	<b>SOCIAL SECURITY</b> <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) <b>FEDERAL TAX SUITS</b> <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	

**V. ORIGIN**

(Place an "X" in One Box Only)

- ☐ 1 Original Proceeding ☒ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened
- Transferred from ☐ 5 another district (specify) ☐ 6 Multidistrict Litigation ☐ 7 Judge from Magistrate Judgment

**VI. CAUSE OF ACTION**

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):  
Removal of Contract Action (28 USC 1441); Diversity Jurisdiction (28 USC 1441)

Brief description of cause:

Breach of Loan Documents

**VII. REQUESTED IN COMPLAINT:**

☐ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 ☒ Greater Than DEMAND \$75,000.00

CHECK YES only if demanded in complaint:  
JURY DEMAND: ☒ Yes ☐ No

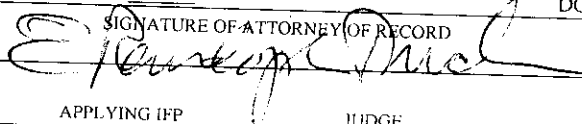
**VIII. RELATED CASE(S) IF ANY**

(See instructions):

JUDGE

DOCKET NUMBER

SIGNATURE OF ATTORNEY OF RECORD


DATE  
3/17/05

FOR OFFICE USE ONLY

RECEIPT #

AMOUNT

APPLYING IFP

JUDGE

MAG. JUDGE

American LegalNet, Inc. www.USCourtForms.com